

**MINUTES OF MEETING  
OF THE  
BOARD OF DIRECTORS**

THE STATE OF TEXAS §  
COUNTY OF JOHNSON §  
JOSHUA FARMS MUNICIPAL MANAGEMENT DISTRICT NO. 1 §

The Board of Directors (the “Board”) of Joshua Farms Municipal Management District No. 1 (the “District”) met in regular session, open to the public, at 1460 Main Street, Suite 200, Southlake, Texas 76092, a designated meeting place of the District located outside the boundaries of the District, on August 20, 2024, and the roll was called of the members of the Board to-wit:

Ty Wellborn	President
Wynne Moore	Vice President
Thomas Capstick	Secretary
Tommy Pistana	Assistant Secretary
Travis Franks	Assistant Secretary

All members of the Board were present at the commencement of the meeting, thus constituting a quorum. present were: Mr. Ross Martin, attorney, and Ms. Amy Bieber, paralegal, each of Winstead PC, attorneys for the District; Mr. Bret Pedigo and Mr. Bobby Harrell of Terra Manna, LLC; Mr. Tom Dayton and Mr. Alex Guzman of Johnson Volk Consulting (“Volk”); Ms. Kathleen Martinez of Dye & Toverly, LLC (“Bookkeeper”); Mr. Ryan Nesmith of Robert W. Baird & Co. (“Financial Advisor”); Mr. Josh Johns of Prophet Equity, a developer of lands within the District; and Mr. Mitch Mosesman, MMD Administrator.

The meeting was called to order at 4:40 p.m., and evidence was presented that public notice of such meeting had been given as required by law.

1. The Board called for public communications and comments. Hearing none, Director Franks moved that the Board close the public comment session of the meeting. Director Pistana seconded the motion, which carried unanimously.

2. The Board next considered and reviewed the Minutes of the Meeting of the District held July 23, 2024. Following a discussion, upon motion of Director Franks, seconded by Director Pistana and unanimously carried, the Board approved said Minutes as presented.

3. The Board next recognized Mr. Mosesman, who presented to and reviewed with the Board the Annual Update to Service and Assessment Plan and Assessment Roll, a copy of which is attached hereto as Exhibit “A”. Mr. Mosesman explained to the Board that both the capital improvement assessments have been updated as well as the operations and maintenance assessments, and at this time the Board is asked to adopt an Order Approving the Annual Update of the Assessment Plan and Assessment Rolls, a copy of which is attached hereto as Exhibit “B”.

Following a discussion, Director Franks moved that the Board (i) approve the Annual Update to the Service and Assessment Plan; and (ii) adopt the order as presented. Director Pistana seconded said motion, which carried unanimously.

4. The Board next considered a Resolution Accepting Preliminary Service and Assessment Plan and Assessment Roll for the Levy of Assessments for Authorized Improvements in the District, Setting a Date for Public Hearing, and Authorizing Publication of Notice, a copy of which is attached hereto as Exhibit "C". The Board continued to recognize Mr. Mr. Mosesman, who specified that the assessments in question for the public hearing are only the operations and maintenance assessments for 2024. Following a discussion, Director Franks moved that the Board (i) set the date for public hearing for September 4, 2024, at 4:30 p.m. at 1460 Main Street, Suite 200, Southlake, Texas 76092; and (ii) approve the Resolution as presented. Director Pistana seconded said motion, which carried unanimously.

5. The Board continued to recognize Mr. Mosesman, who updated the Board with regard to administration of the MMD, noting that the Board may need to amend the instructions to Johnson County, collector of assessments on behalf of the District, regarding release of the operations and maintenance assessments to the District's Bookkeeper. Mr. Mosesman also reported that all assessments that were billed last year have been paid. No formal action was taken by the Board.

6. The Board next recognized Mr. Pedigo, who updated the Board with regard to development within the District, reporting that Bloomfield has reported 61 home sales, Antares has reported 33 home sales, and Chesmar has reported 8 home sales within the District. Mr. Pedigo also reported that Bloomfield and Landsea (formerly Antares) have signed on to purchase lots in Phase 2, and that the amenity center for the development still has punch list items for completion but is in use by residents. No formal action was taken by the Board.

7. The Board next considered an Interlocal Cooperation Agreement by and between the District and the City of Godley for operations services related to the District's wastewater facilities, a copy of which is attached hereto as Exhibit "D". Mr. Martin explained that the agreement has the same terms as were previously approved by the Board in the engagement of Enprotec | Hibbs & Todd, Inc., and is still subject to final approval by the City of Godley. Following a discussion, Director Franks moved that the Board approve the agreement as presented. Director Pistana seconded said motion, which carried unanimously.

8. In the absence of an operator representative, the Board deferred action with regard to an operator's report.

9. The Board recognized Mr. Dayton, who presented to and reviewed with the Board an Engineer's report dated August 20, 2024, a copy of which is attached hereto as Exhibit "E". Mr. Dayton updated the Board with regard to engineering matters within the District, reporting that the designs for Phase 2 have been submitted to the City of Cleburne and Johnson County SUD, with construction expected to be underway in December 2024. Next, Mr. Dayton recommended that the Board approve the following invoice:

- Invoice No. 34090-8996 from Illuminations by Greenlee in the amount of \$6,657.00 for lighting in Silo Mills Phase 1C.

Following a discussion, Director Franks moved that the Board (i) approve the invoice recommended by the District's Engineer; and (ii) approve the Engineer's report prepared as presented. Director Pistana seconded said motion, which carried unanimously.

10. The Board next recognized Ms. Martinez, who presented to and reviewed with the Board a copy of the District's current bookkeeping report dated August 20, 2024, a copy of which is attached hereto as Exhibit "F". Following a discussion, Director Franks moved that the Board (i) approve the Bookkeeping report as presented; (ii) authorize payment of bills as listed thereon; and (iii) approve the investment of funds as recommended by the District's Bookkeeper. Director Pistana seconded said motion, which carried unanimously.

11. Next, the Board entered into executive session pursuant to Texas Government Code §551.071 to consult with the District's attorney. Mr. Martin announced Executive Session to be held pursuant to said Government Code provision and close the meeting to the public at 5:00 p.m.

Upon motion by Director Franks, seconded by Director Pistana, and unanimously carried, the Board reconvened the meeting in open session at 5:17 p.m. Next, Director Franks moved that the Board authorize the District's legal counsel to send a letter to Inframark, LLC, regarding the Board's position regarding payment of invoices. Director Pistana seconded said motion, which carried unanimously.

There being no further business to conduct and upon motion by Director Franks, seconded by Director Pistana and unanimously carried, the meeting was adjourned at 5:17 p.m.

*[Signature page follows]*

APPROVED AND ADOPTED this 4<sup>th</sup> day of September, 2024.



---

Thomas Capstick, Secretary  
Joshua Farms Municipal Management District  
No. 1

